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**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b><u>In re</u></b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**STAFFING REPORT BY AP SERVICES, LLC  
FOR THE PERIOD JULY 1, 2009 THROUGH JULY 31, 2009**

In connection with this Court's *Amended Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date*, dated July 2, 2009 and entered at Docket No. 2949, (the "**Retention Order**"), AP Services, LLC ("**APS**") hereby files its monthly staffing report for the period of July 1, 2009 through July 31, 2009 (the "**Staffing Period**"), and in support of such report respectfully represents:

1. Pursuant to terms of the Retention Order, the Debtors' motion seeking entry of same (as filed with this Court on June 12, 2009 at Docket No. 952, the "**Retention Motion**"), and the "**Engagement Letter**" (as such term is defined therein), APS was retained by the above captioned debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned

chapter 11 cases (collectively, the “**Chapter 11 Cases**”), as crisis managers for the Debtors and Albert A. Koch was retained to serve as the Debtors’ Chief Restructuring Officer with later appointment to the position of Chief Executive Officer. The functions filled by Mr. Koch and other APS personnel (collectively, the “**Temporary Staff**”) encompass a wide range of activities related to the Chapter 11 Cases which include, without limitation, assisting with the structuring, negotiation and completion of a sale of the Debtors’ assets and operations pursuant to section 363 of the Bankruptcy Code; identifying the assets and liabilities to be sold and transferred thereby; supporting the negotiation and implementation of various transitional contractual relationships in association therewith; and, subsequent to such sale, monetizing assets, settling claims and proposing, filing and implementing a plan of liquidation.

2. As provided for within the Retention Motion, the Engagement Letter, and the Retention Order, certain members of the Temporary Staff have subsequently been designated as officers of the Debtors and officers or directors of the Debtors’ non-debtor subsidiaries.

3. The Retention Order requires APS to file monthly staffing reports with the Court with copies to the United States Trustee and all official committees. The staffing report must include the names of the individuals assigned<sup>1</sup> to be members of the Temporary Staff and any updates to the then-current list of officer and director positions held by members of the Temporary Staff. All staffing is subject to review by the Court in the event an objection is filed.

4. The attached **Exhibit A** includes a list of the members of the Temporary Staff that provided services to the Debtors during this Staffing Period, along with their corresponding

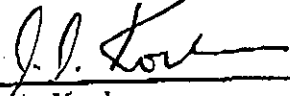
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<sup>1</sup> Under the terms of the Retention Motion and Engagement Letter, APS may assign additional individuals to be members of the Temporary Staff by updating the list of members of the Temporary Staff set forth in APS’ monthly staffing reports; see foot notes within **Exhibit A**. Based on the needs of the Debtors, members of the Temporary Staff may work less than full time on their assignments. Depending on workload, schedules or specific assignments during a monthly billing cycle, some members of the Temporary Staff may not require any billable hours for that period and, therefore, would be omitted from that period’s **Exhibit A**.

position titles within APS and their APS billing rates.<sup>2</sup> Exhibit A also includes any updates to the list of members of the Temporary Staff that have been designated to officer or director positions, along with their corresponding position titles and their APS billing rates.

Dated: September 9, 2009

AP SERVICES, LLC

By:   
Albert A. Koch  
Authorized Representative  
AP Services, LLC  
2000 Town Center, Suite 2400  
Southfield, MI 48075

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<sup>2</sup> Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars as of the final day of the billing period; the converted rate, however, shall not exceed the maximum of the billing rate range for that particular APS position title specified in the Engagement Letter. Also, per the Retention Order, the fees associated with certain work in Europe are billed at a flat monthly rate. See asterisked entries within Exhibit A.

**Exhibit A**

**AP Services, LLC**

Temporary Staff<sup>3</sup>

Motors Liquidation Company, et al., f/k/a/ General Motors Corp., et al.

Staffing Period: July 1, 2009 through July 31, 2009

North America			
Temporary Staff -- Officer and Director Positions			
See Note below Re: Subsequent Events		<b>July 1-9, 2009</b>	<b>July 10-31, 2009*</b>
Name	Position Title	Hourly Rate	Hourly Rate
Albert A Koch	President and CEO	\$835.00	\$709.75
Edward J Stenger	Executive Vice President	\$835.00	\$709.75
	Vice President, Secretary and	\$555.00	\$471.75
Kyle A. Braden	CRO		
James M. Redwine	Vice President	\$650.00	\$552.50
Christian B. Cook	Vice President	\$595.00	\$505.75
James Selzer	Vice President and Treasurer	\$555.00	\$471.75

See Note below Re: Subsequent Events			See Note
Temporary Staff			
Name	APS Position Title	<b>July 1-9, 2009</b>	<b>July 10-31, 2009</b>
		Hourly Rate	Hourly Rate
Stephen Taylor*	Managing Director	\$835.00	-
Stefano Aversa	Managing Director	\$835.00	-
John F. Hoffecker	Managing Director	\$835.00	\$709.75
Meade Monger	Managing Director	\$835.00	\$709.75
Michael Weyrich*	Managing Director	\$835.00	-
Vinzenz Schwegmann*	Managing Director	\$835.00	\$709.75
Axel Schulte*	Managing Director	\$835.00	-
David F. Head†	Managing Director	\$685.00	\$582.25
Thomas Sedran*	Managing Director	\$835.00	-
C.V. Ramachandran	Managing Director	\$790.00	-
Bruce Myers	Managing Director	\$790.00	\$671.50
Ivo Naumann*	Managing Director	\$769.13	-
Thomas A. Morrow	Managing Director	\$685.00	\$582.25

NOTE REGARDING SUBSEQUENT EVENTS: Effective as of July 10, 2009, certain members of the Temporary Staff were designated by the Debtor's Board of Directors to serve in accordance with the Debtor's bylaws in the following officer positions: Albert Koch, President and CEO; Ted Stenger, Executive Vice President; Kyle Braden, Vice President, Secretary and Chief Restructuring Officer; James Redwine, Vice President; Christian Cook, Vice President; James Selzer, Vice President and Treasurer. Messrs. Koch, Stenger, Selzer and Braden will fulfill similar officer roles in, and serve as directors of, the numerous non-debtor subsidiaries of the Debtors. Also Effective July 10, 2009, 15% discounted rates applied.

See Note below Re: Subsequent Events			
Temporary Staff			
Name	APS Position Title	July 1-9, 2009 Hourly Rate	July 10-31, 2009 Hourly Rate
Lisa Ashe†	Director	\$685.00	-
Jens Haas*	Director	\$685.00	-
David Hewish*	Director	\$685.00	-
Martin Cairns*	Director	\$675.36	-
Michael J. Tyroller*	Director	\$685.00	-
Olle Lundqvist*	Director	\$685.00	-
Carsten Koenig*	Director	\$685.00	-
Jens-Ulrich Wiese*	Director	\$685.00	\$582.25
Michael O'Connor*	Director	\$685.00	-
Elmar Kades*	Director	\$685.00	-
Fredrik Verneresson*	Director	\$685.00	-
Cliff W. Campbell	Director	\$650.00	\$552.50
Giacomo Cantu†	Director	\$685.00	\$582.25
Christian Paul*	Director	\$600.65	\$510.90
Kurt J. Beckeman	Director	\$595.00	\$505.75
Eric Berlin	Director	\$595.00	-
Adam Fless	Director	\$595.00	-
David C. Hairston	Director	\$595.00	\$505.75
Randolph Floyd	Director	\$595.00	-
Barbara Gucfa	Director	\$595.00	-
Tai Li	Director	\$595.00	-
Jason Muskovich	Director	\$595.00	\$505.75
John G. Olson	Director	\$595.00	-
Gordon A. Schreur	Director	\$595.00	\$505.75
Jamie Lisac	Director	\$595.00	\$505.75
Rick Davidson	Director	\$595.00	-
Mark R. Wakefield	Director	\$595.00	-
Michelle C Campbell	Director	\$595.00	\$505.75
William Ebanks	Director	\$595.00	-
Ketav Shah	Director	\$595.00	-
Steven A. Aschkenase	Director	\$595.00	-
Marc J. Brown†	Director	-	\$505.75
Bruce Conforto	Director	\$595.00	-
Steve Follin	Director	\$595.00	-
Zeeshan Mirza	Director	\$595.00	\$505.75
Michael Hartley	Director	\$595.00	\$505.75
Michael P. Deighan	Director	\$595.00	\$505.75
Daniel Goldwin	Director	\$555.00	\$471.75
Bryan Gaston	Director	\$555.00	\$471.75
Scott R. Hamilton	Director	\$510.00	\$433.50
Susan G. Budd	Director	\$510.00	\$433.50

See Note below Re: Subsequent Events			
Temporary Staff			
Name	APS Position Title	July 1-9, 2009 Hourly Rate	July 10-31, 2009 Hourly Rate

Afshin Azhari	Director	\$510.00	\$433.50
Drew Lockard	Director	\$510.00	\$433.50
Daniel D. Ritter	Director	\$510.00	-
Scott Haeger	Director	\$510.00	\$433.50
Darin Facer	Director	\$510.00	\$433.50
Richard W. Whitlock	Director	\$510.00	\$433.50
John Franks†	Director	\$510.00	\$433.50
Randy Fike	Director	\$510.00	\$433.50
Jan Kengelbach	Vice President	\$500.00	\$425.00
Bill Nowicke	Vice President	\$500.00	\$425.00
Ragan Cole†	Vice President	-	\$382.50
Yoni Aidan*	Vice President	\$500.00	-
Jason Taylor	Vice President	\$500.00	\$425.00
Peter Williams*	Vice President	\$500.00	\$425.00
Patrick Healy	Vice President	\$500.00	\$425.00
Andrew Csicsila	Vice President	\$500.00	-
Courtney E. Pozmantier	Vice President	\$500.00	\$425.00
Robert Losier	Vice President	\$500.00	\$425.00
Dhruv Kak*	Vice President	\$466.32	-
Reese McNeel*	Vice President	\$466.32	\$405.49
Aleksandra Bozic	Vice President	\$450.00	-
Evelyn Ni	Vice President	\$450.00	\$382.50
Kathi Askins†	Vice President	-	\$335.75
Erick Berreondo	Vice President	\$450.00	\$382.50
J. Timothy Neis	Vice President	\$450.00	\$382.50
Alexander T. Deligtisch	Vice President	\$450.00	\$382.50
Bradley E. Goldsmith	Vice President	\$450.00	\$382.50
Ricardo Mier	Vice President	\$450.00	\$382.50
Michelle R. Smith	Vice President	\$395.00	\$335.75
Brian Huffman	Vice President	\$395.00	\$335.75
Dennis R DeBassio	Associate	\$360.00	-
Brad Spooner†	Associate	-	\$221.00
Jan Baumgart*	Associate	\$360.00	-
Brian Rosenthal	Associate	\$360.00	\$306.00
John Niesen	Associate	\$325.00	\$276.25
Christopher Rubel	Associate	\$295.00	\$250.75
Stuart Browne	Associate	\$265.00	\$225.25
Deven Patel	Associate	\$265.00	\$225.25
Patrick N. Clark	Analyst	\$260.00	\$221.00
Kimberly Cote†	Analyst	-	\$199.75
Bobbie J. Phillips	Analyst	\$235.00	\$199.75
Dipes Patel	Analyst	\$235.00	\$199.75
Alexandra Griffin	Analyst	\$235.00	\$199.75
Torrey Jordan	Analyst	\$235.00	\$199.75
Brittany M. Teal	Analyst	\$235.00	\$199.75
Ben Barr	Analyst	\$235.00	\$199.75
Chris T. Lee	Analyst	\$235.00	\$199.75

See Note below Re: Subsequent Events			
Temporary Staff			
Name	APS Position Title	July 1-9, 2009 Hourly Rate	July 10-31, 2009 Hourly Rate
Timothy Yost†	Analyst	-	\$191.25
Nick Madurkar	Analyst	\$225.00	\$191.25
Mary Betik†	Paraprofessional	-	\$153.00
Stephen Tucker†	Paraprofessional	-	\$153.00
Natalie P. Meuche	Paraprofessional	\$180.00	\$153.00
Susanna E. Kim	Paraprofessional	\$180.00	\$153.00

\*Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars as of the final day of the billing period. The converted rates, in addition to local US rates, will then be discounted 15%. However, the discounted rates shall not exceed the maximum of the billing rate range for that particular APS position title specified in the Engagement Letter.

† New assignment to Temporary Staff

- No hours billed during this portion of the staffing period

<sup>3</sup>APS may determine, from time to time, to augment its professional staff with independent contractors (each an “*Independent Contractor*”) in these Chapter 11 Cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.